

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS
(312) 81

DIRECT LINE: (312) 81

R. E. ZIMMERMAN
VICE PRESIDENT AND TREASURER

May 13, 1987

7-134A09

Honorable Noretta R. McGee RECORDATION NO. 15153-B Filed & Recorded
Acting Secretary
Interstate Commerce Commission MAY 14 1987 12-1 5pm
12th & Constitutional Avenue, N.W.
Room 2215 INTERSTATE COMMERCE COMMISSION
Washington, DC 20423

MAY 14 1987
FEE \$ 10.00
ICC Washington, D. C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) executed documents as follows:

*Thank
this will
be
15153-B*

Manufacturing Agreement Supplement No. 2 dated as of May 4, 1987, a secondary document, supplementing the Manufacturing Agreement dated as of July 15, 1985.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, IL 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

MAY 14 12 10 PM '87
MOTOR OPERATING UNIT

The general description of the equipment is as follows:

TYPE	AAR Mechanical Designation	Number of Units	Marked*	Numbered	Contract
5-platform con- tainer well cars	FC	20	DTTX	62556-62575	T-6086-

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

A. R. Zimmerman

Honorable Noreta R. McGee
May 13, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.
Prior recordings relating to this Supplement No. 2 being recorded
are as follows:

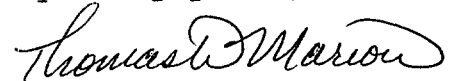
- (1) Manufacturing Agreement dated January 14, 1987, recorded on
January 20, 1987, at 9:45 a.m., recordation number 15153.
- (2) Manufacturing Agreement Supplement No. 1 dated April 1, 19
recorded April 8, 1987, at 1:10 p.m., recordation number
15153-A.

A short summary of the Manufacturing Agreement Supplement No. 2 to
appear in the Index is as follows:

"Manufacturing Agreement Supplement #2 dated May 4, 1987, cover
5-platform container-well cars numbered 62556-62575."

Once the filing has been made, please retain one copy and return the
remaining stamped counterparts and transmittal letter copies to the
undersigned bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kbb

Enclosures

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of May 14, 1987, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDATION NO. 157
MAY 14 1987 12
INTERSTATE COMMERCE COM.

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 14, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written

THRALL CAR MANUFACTURING COMPANY

By: George S. Mahally
Vice President

(Corporate Seal)

ATTESTATION:

G. H. Ledebuhr
Assistant Secretary

TRAILER TRAIN COMPANY

By: R. L. Zimmerman
Vice President and Treasurer

(Corporate Seal)

ATTESTATION:

F. J. Maroon
Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 13th day of May, 1987, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is the Vice President of THRALL CAR MANUFACTURING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90
(NOTARIAL SEAL)

John G. Rainsford
Notary Public

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 4th day of May, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

"OFFICIAL SEAL"
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90

John G. Rainsford
Notary Public

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Sp (C Nu</u>
DTTX	10	62556-62565	\$	\$	May, 1987	T
DTTX	10	62566-62575			May-June '87	T

Item 2: September 30, 1987

Item 3: To be determined

Item 4: 26th and State Street
Chicago Heights, IL 60411